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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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AMUSEMENT INDUSTRY, INC., dba WESTLAND
INDUSTRIES; PRATICAL FINANCE CO., INC., :

Plaintiffs, : 07CV11586 (LAK)(GWG)
-against- :

MOSES STERN, aka MARK STERN, JOSHUA SAFRIN, :
FIRST REPUBLIC GROUP REALTY, LLC, :
EPHRAIM FRENKEL, :
LAND TITLE ASSOCIATES ESCROW, :
Defendants. :
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AFFIDAVIT OF
STEPHEN R. STERN
IN SUPPORT OF MOTION
TO DISMISS THIRD PARTY
COMPLAINT AGAINST
EPHRAIM FRENKEL
AND LAND TITLE
ASSOCIATES ESCROW

JOSHUA SAFRIN,
Defendant/Third Party-Crossclaim-
Counterclaim Plaintiff,
-against-

STEPHEN FRIEDMAN, STEVEN ALEVY, BUCHANAN
INGERSOLL & ROONEY, P.C., BANKERS CAPITAL
REALTY ADVISORS, LLC, and FIRST REPUBLIC
GROUP CORP.,
Third Party Defendants,
-and-

MOSES STERN, aka MARK STERN, FIRST REPUBLIC
GROUP REALTY LLC, EPHRAIM FRENKEL, and
LAND TITLE ASSOCIATES ESCROW,

Defendants/Crossclaim Defendants,
-and-

AMUSEMENT INDUSTRY, INC. dba WESTLAND
INDUSTRIES, PRACTICAL FINANCE CO., INC.
Plaintiffs/Counterclaim Defendants.

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State of New York)
) ss.:
County of New York)

Stephen R. Stern, being duly sworn, deposes and says:

1. I am a partner in Hoffinger Stern & Ross LLP, counsel for defendants/cross-claim defendants Ephraim Frenkel (“Frenkel”) and Land Title Associates Escrow (“LTA”), as well as co-counsel with Kaye Scholer LLP for defendants Moses Stern, aka Mark Stern (“Stern”) and First Republic Group Realty, LLC (“First Republic LLC”). As such, I am fully familiar with the facts stated herein.

2. This Affidavit is submitted in support of the motion of Frenkel and LTA to dismiss the Third Party Complaint of “Defendant/Third Party-Crossclaim-Counterclaim Plaintiff” Joshua Safrin (“Safrin”), which purports to assert cross-claims against Frenkel and LTA.

3. As noted, we are co-counsel with the Kaye Scholer firm for Stern and First Republic LLC. Stern and First Republic LLC are simultaneously moving to dismiss the Third Party Complaint with the purported cross-claims asserted by Safrin against them. The law and rationale in support of dismissal of Safrin’s pleading against Stern and First Republic LLC are fully applicable to the within motion seeking dismissal of Safrin’s pleading against Frenkel and LTA. Accordingly, in order to avoid burdening the Court with duplicative papers, Frenkel and LTA hereby adopt and expressly incorporate herein by reference the arguments set forth in the Stern/First Republic LLC motion to dismiss the cross-claims, including those set forth in the Memorandum of Law submitted in support of said motion, with the same force and effect as if set forth fully herein. For those reasons, the Third Party Complaint and cross-claims asserted by Safrin against Frenkel and LTA should be dismissed.

4. One exception to the Stern and First Republic motion papers should be noted. We did not contact Safrin's counsel on behalf of Frenkel and LTA and informally seek to have the claims dismissed prior to making the within motion. However, said distinction does not affect the improper nature of the Third Party Complaint and cross-claims as against Frenkel and LTA.



Stephen R. Stern

Sworn to before me this
21st day of May, 2008



Notary Public

MARK W. GEISLER
Notary Public, State of New York
No. 02GE4833871
Qualified in Westchester County
Commission Expires December 31, 2009